

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
HORNBLOWER HOLDINGS LLC, <i>et al.</i> , ¹)	Case No. 24-90061 (MI)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF AUCTION FOR THE SALE OF THE DEBTORS' AQV ASSETS
FREE AND CLEAR OF ANY AND ALL LIENS, CLAIMS, AND ENCUMBRANCES**

[Related to Docket No. 166]

PLEASE TAKE NOTICE that on February 21, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for a transaction or transactions for the purchase of some, all, or substantially all of the Debtors' AQV Assets, including the AQV Vessels set forth in **Exhibit A** attached hereto, each free and clear of any liens, claims, and encumbrances under section 363 of the Bankruptcy Code, consistent with the bidding procedures (the “Bidding Procedures”) approved by the Court by entry of an order on February 28, 2024 [Docket No. 166] (the “Bidding Procedures Order”).² **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bidding Procedures or the Bidding Procedures Order, the Bidding Procedures or the Bidding Procedures Order, as applicable, shall govern in all respects.

Copies of the Bidding Procedures Order or other documents related thereto, including an exhibit identifying the AQV Assets, may be obtained, free of charge, on the website maintained by the Debtors' claims and noticing agent, Omni Agent Solutions, Inc., at <https://omniagentsolutions.com/Hornblower>.

¹ The last four digits of Debtor Hornblower Holdings LLC's tax identification number are 6035. Due to the large number of debtor entities in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://omniagentsolutions.com/Hornblower>. The location of the Debtors' service address for purposes of these chapter 11 cases is: Pier 3 on The Embarcadero, San Francisco, CA 94111.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.

PLEASE TAKE FURTHER NOTICE that the Bidding Procedures provide for the consideration of Qualified Bids to acquire substantially all of the AQV Assets or separate Bids to acquire portions of the AQV Assets, to the extent that the consummation of such transactions maximizes value for stakeholders and can be accomplished efficiently. All interested parties are invited to provide materials (as described in the Bidding Procedures) to apply to become a Potential Bidder (as defined in the Bidding Procedures) and to submit a Bid in accordance with the Bidding Procedures and the Bidding Procedures Order. The Bidding Procedures provide information regarding the requirements a Potential Bidder must satisfy to become a “Qualified Bidder” and a Bid to be deemed a “Qualified Bid” for purposes of competing at an Auction, if any.

PLEASE TAKE FURTHER NOTICE that the Bid Deadline is **March 25, 2024 at 4:00 p.m. (prevailing Central Time)**, and that any person or entity who wishes to participate in the Auction must comply with the participation requirements, Bid Requirements, and other requirements set forth in the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that the Debtors intend to conduct the Auction, at which time they will consider proposals submitted to the Debtors and their professionals, by and pursuant to the Bidding Procedures as set forth in the Bidding Procedures Order, beginning on **March 27, 2024 at 9:00 a.m. (prevailing Central Time)** via videoconference or such other form of remote communication arranged by counsel to the Debtors. Only authorized representatives of each of the Qualified Bidders (including any Stalking Horse Bidders), the Debtors and their respective advisors, and the Consultation Parties and their respective advisors shall be permitted to attend the Auction.

PLEASE TAKE FURTHER NOTICE that the Debtors expect to seek approval of any Sale(s) at the Sale Hearing, which is presently scheduled to commence on **April 4, 2024 at 9:30 a.m. (prevailing Central Time)**, or as soon thereafter as counsel may be heard, before the Honorable Marvin Isgur in the United States Courthouse, 515 Rusk Street, Houston, Texas 77002. The Debtors reserve the right to change the date of the Auction and/or the Sale Hearing, in their reasonable business judgment, in accordance with the Bidding Procedures and the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Bidding Procedures Order with respect to objections to Cure Amounts or the assumption and assignment of Assigned Contracts, objections, if any, to a proposed Sale must: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Bankruptcy Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court by **March 20, 2024 at 4:00 p.m. (prevailing Central Time)** (the “Sale Objection Deadline”); *provided, however*, that any objections to the manner in which the Auction was conducted and the identity of the Successful Bidder or Backup Bidder may be filed up to 24 hours prior to the Sale Hearing, or, if the Debtors elect not to proceed with an Auction, two (2) days following the notification filed with the Court of such election not to proceed with an Auction.

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO A SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO SUCH SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE AQV ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT(S).

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right, in their reasonable business judgment and subject to the exercise of their fiduciary duties, to modify the Bidding Procedures and/or to terminate discussions with any Potential Bidders at any time, to the extent not materially inconsistent with the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures and Bidding Procedures Order, as well as all other documents related thereto, are available: (a) free of charge on the website maintained by the Debtors' claims and noticing agent, Omni Agent Solutions, Inc., at <https://omniagentsolutions.com/Hornblower> or (b) for a fee via PACER by visiting <http://www.txs.uscourts.gov>.

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February 29, 2024

By: /s/ John F. Higgins

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*Proposed Counsel to the Debtors and
the Debtors in Possession*

Certificate of Service

I certify that on February 29, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins

John F. Higgins

Exhibit A

<u>Vessel</u>	<u>IMO Ship Identification Number</u>	<u>Flag</u>
American Queen	1030765	U.S.
American Duchess	1030831	U.S.
American Countess	1037706	U.S.
American Empress	1140867	U.S.
Ocean Voyager	9213129	Bahamas
Ocean Navigator	9213131	Bahamas
Ocean Victory (leased/chartered) ¹	9213129	Bahamas

¹ 10 year lease for Ocean Victory vessel expires in 2031.